

WHAT IS CLAIMED IS:

	1	1. A compound having the formula:
Sus A'		R^3 R^1 Y R^2
	2	wherein
	3	Ar' is a substituted or unsubstituted aryl;
	4	X is a divalent linkage selected from the group consisting of (C ₁ -C ₆)alkylene, (C ₁ -
	5	C_6)alkylenoxy, (C_1-C_6) alkylenamino, (C_1-C_6) alkylene- $S(O)_k$ -, -O-, -C(O)-,
	6	$-N(R^{11})$ -, $-N(R^{11})$ C(O)-, $-S(O)_k$ - and a single bond,
	7	wherein
	8	R ¹¹ is a member selected from the group consisting of hydrogen, (C ₁ -
14 E	9	C_8) alkyl, (C_2-C_8) heteroalkyl and aryl (C_1-C_4) alkyl; and the subscript k is an
<u>į.</u>	10	integer of from 0 to 2,
111 84	11	Y is a divalent linkage selected from the group consisting of alkylene, -O-, -C(O)-,
	12	$-N(R^{12})-S(O)_m-,-N(R^{12})-S(O)_m-N(R^{13})-,-N(R^{12})C(O)-,-S(O)_n-$ and a
	13	single bond,
	14	wherein
	15	R ¹² and R ¹³ are members independently selected from the group consisting
i de la companya de l	16	of hydrogen, (C ₁ -C ₈)alkyl, (C ₂ -C ₈)heteroalkyl and aryl(C ₁ -
	17	C ₄)alkyl; and the subscripts m and n are independently integers of
	18	from 0 to 2; $\langle C \rangle$
	19	R^1 is a member selected from the group consisting of hydrogen, (C ₂ -
	20	C_8)heteroalkyl, aryl, aryl(C_1 - C_4)alkyl, halogen, cyano, nitro, (C_1 - C_8)alkyl,
	21	(C_1-C_8) alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$, $-S(O)_q-R^{14}$
	22	$NR^{15}R^{16}$, -O-C(O)-OR ¹⁷ , -O-C(O)-R ¹⁷ , -O-C(O)-NR ¹⁵ R ¹⁶ , -N(R ¹⁴)-C(O)-
	23	$NR^{15}R^{16}$, $-N(R^{14})-C(O)-R^{17}$ and $-N(R^{14})-C(O)-OR^{17}$;
	24	wherein
	25	R ¹⁴ is a member selected from the group consisting of hydrogen, (C ₁ -
	26	C ₈)alkyl, (C ₂ -C ₈)heteroalkyl, aryl and aryl(C ₁ -C ₄)alkyl;
•	27	R ¹⁵ and R ¹⁶ are members independently selected from the group consisting
	28	of hydrogen, (C ₁ -C ₈)alkyl, (C ₂ -C ₈)heteroalkyl, aryl, and aryl(C ₁ -
	29	C ₄)alkyl, or taken together with the nitrogen to which each is
-	30	attached form a 5-, 6- or 7-membered ring;

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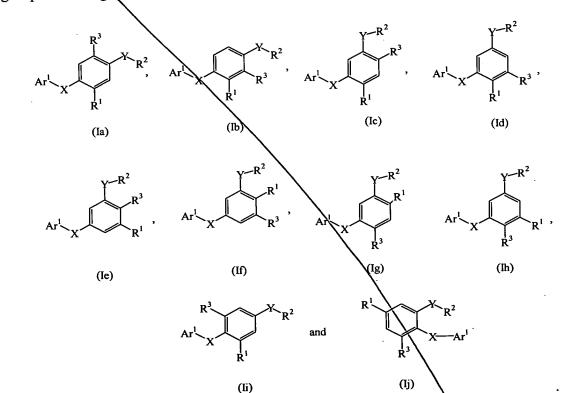
 R^{17} is a member selected from the group consisting of (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl, aryl and aryl (C_1-C_4) alkyl;

the subscript p is an integer of from 0 to 3; and the subscript q is an integer of from 1 to 2; and

R² is a substituted or unsubstituted aryl; and

R³ is a member selected from the group consisting of halogen, cyano, nitro and (C₁-C₈)alkoxy.

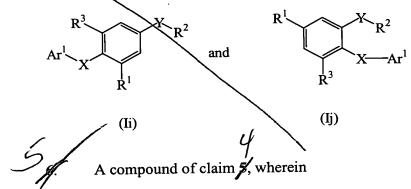
- 2. A compound of claim 1, wherein Ar^1 is a substituted or unsubstituted aryl selected from the group consisting of pyridyl, phenyl, naphthyl, isoquinolinyl, benzthiazolyl, benzoxazolyl and benzimidazolyl; with the proviso that when Ar^1 is substituted or unsubstituted benzthiazolyl, then X is $-S(O)_k$ -; and R^2 is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.
- 3. A compound of claim 2, wherein Ar¹ is a substituted or unsubstituted phenyl group.
 - 4. A compound of claim 3, represented by a formula selected from the group consisting of







A compound of claim 3, represented by a formula selected from the group consisting of R^3 R^2 R^2



X is a divalent linkage selected from the group consisting of -CH₂-, -CH(CH₃)-, -O-, -C(O)-, -N(R¹¹)- and -S-;

wherein

R¹¹ is a member selected from the group consisting of hydrogen and (C₁-C₈)alkyl;

Y is a divalent linkage selected from the group consisting of -N(R¹²)-S(O)₂-, wherein

 R^{12} is a member selected from the group consisting of hydrogen and (C₁-C₈)alkyl;

 R^{1} is a member selected from the group consisting of hydrogen, halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴, -S(O)_q-NR¹⁵R¹⁶, -O-C(O)-R¹⁷, and -N(R¹⁴)-C(O)-R¹⁷;

wherein

 R^{14} is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, hetero(C₁-C₈)alkyl, aryl and aryl(C₁-C₄)alkyl;

R¹⁵ and R¹⁶ are members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl and (C₂-C₈)heteroalkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R¹⁷ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl and (C₂-C₈)heteroalkyl;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

R² is a substituted or unsubstituted phenyl; and

R³ is a member selected from the group consisting of halogen and (C₁-C₈)alkoxy.

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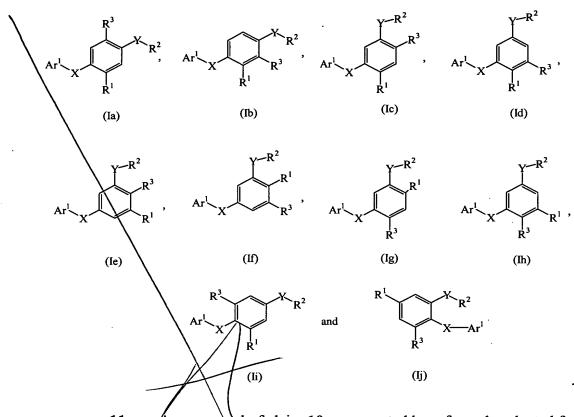
A compound of claim , wherein X is -O-, -NH- or -S-; Y is 1 -NH-SO₂-; \widetilde{R}^1 is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, 2 (C_2-C_8) heteroalkyl, (C_1-C_8) alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$ and 3 -S(O)_q-NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3 substitutents selected from the 4 group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -5 CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, 6 methoxy and trifluoromethoxy.

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A compound of claim 7, wherein Ar1 is a phenyl group having 8. from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the group consisting of halogen, (C1-C8)alkyl, (C2-C8)heteroalkyl and (C1-C8)alkoxy; R2 is a phenyl group having from 0 to 3 substitutents selected from the group consisting of halogen, - $OCF_3, -OH, -O(C_1-C_8) alkyl, -C(O)-(C_1-C_8) alkyl, -CN, -CF_3, (C_1-C_8) alkyl \ and -NH_2; \ and \ -NH_2;$ R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

A compound of claim 2, wherein Ar1 is a substituted or 9. unsubstituted pyridyl group.

A compound of claim 9, represented by a formula selected from the 10. group consisting of



11. A compound of claim 10, represented by a formula selected from

the group consisting of

12. A compound of claim 11, wherein

X is a divalent linkage selected from the group consisting of -CH₂-, -CH(CH₃)-,

-O-, -C(O)-, -N(\mathbb{R}^{11})- and -S-;

wherein

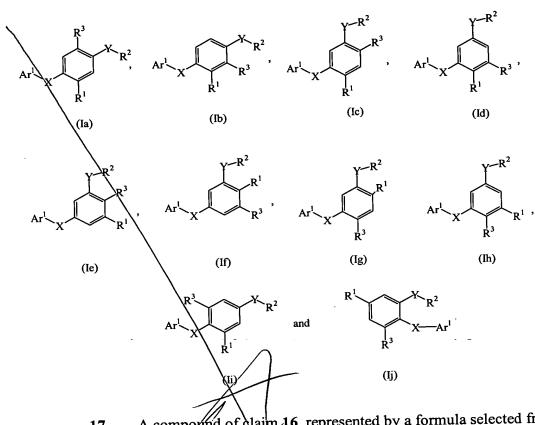
 R^{11} is a member selected from the group consisting of hydrogen and (C₁-C₈)alkyl;

Y is a divalent linkage selected from the group consisting of -N(R¹²)-S(O)₂-, wherein

R¹² is a member selected from the group consisting of hydrogen and (C₁-C₈)alkyl;

R¹ is a member selected from the group consisting of hydrogen, halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴,

13	\sim -C(O)NR ¹⁵ R ¹⁶ , -S(O) _p -R ¹⁴ , -S(O) _q -NR ¹⁵ R ¹⁶ , -O-C(O)-R ¹⁷ , and -N(R ¹⁴)-
14	$C(O)-R^{17}$;
15	wherein
16	R^{14} is a member selected from the group consisting of hydrogen, (C ₁ -
17	C_8)alkyl, hetero(C_1 - C_8)alkyl, aryl and aryl(C_1 - C_4)alkyl;
18	R^{15} and R^{16} are members independently selected from the group consisting
19	of hydrogen, (C_1-C_8) alkyl and (C_2-C_8) heteroalkyl, or taken together
20	with the nitrogen to which each is attached form a 5-, 6- or 7-
21	membered ring; R^{17} is a member selected from the group consisting of hydrogen, (C ₁ -
22	C_8)alkyl and (C_2-C_8) heteroalkyl;
23 24	the subscript p is an integer of from 0 to 2; and
25	the subscript q is 2; and
26	R ² is a substituted or unsubstituted phenyl; and
27	R ³ is a member selected from the group consisting of halogen and (C ₁ -C ₈)alkoxy.
1	13. A compound of claim 12, wherein X is -O-, -NH- or -S-; Y is
2	-NH-SO ₂ -; R ¹ is a member selected from the group consisting of halogen, (C ₁ -C ₈)alkyl,
3	(C_2-C_8) heteroalkyl, (C_1-C_8) alkoxy, $C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$ and
4	-S(O) _q -NR ¹⁵ R ¹⁶ ; R ² is a phenyl group having from 0 to 3 substitutents selected from the
5	group consisting of halogen, -OCF ₃ , -OH, -O(C ₁ -C ₈)alkyl, -C(O)-(C ₁ -C ₈)alkyl, -CN, -
6	CF ₃ , (C ₁ -C ₈)alkyl and -NH ₂ ; and R ³ is selected from the group consisting of halogen,
7	methoxy and trifluoromethoxy.
1	14. A compound of claim 13, wherein Ar is a pyridyl group having
2	from 1 to 3 substituents selected from the group consisting of halogen, -OCF ₃ , -OH, -
3	$O(C_1-C_6)$ alkyl, -CF ₃ , (C_1-C_8)alkyl and -NO ₂ ; R^1 is a member selected from the group
4	consisting of halogen, (C ₁ -C ₈)alkyl, (C ₂ -C ₈)heteroalkyl and (C ₁ -C ₈)alkoxy; R ² is a phenyl
5	group having from 0 to 3 substitutents selected from the group consisting of halogen, -
6	OCF ₃ , -OH, -O(C ₁ -C ₈)alkyl, -C(O)-(C ₁ -C ₈)alkyl, -C $\stackrel{\frown}{N}$, -CF ₃ , (C ₁ -C ₈)alkyl and -NH ₂ ; and
7	R ³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.
1	15. A compound of claim 2, wherein Ar ¹ is a substituted or
2	unsubstituted naphthyl group.
1	16. A compound of claim 15, represented by a formula selected from
1	the group consisting of
2	ine ordin consisting of



A compound of claim 16, represented by a formula selected from **17**.

the group consisting of

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A compound of claim 17, wherein **18**.

X is a divalent linkage selected from the group consisting of -CH₂-, -CH(CH₃)-, 2

 $-O-, -C(O)-, -N(R^{11})-$ and -S-;3

wherein 4

R¹¹ is a member selected from the group consisting of hydrogen and (C₁-

C₈)alkyl; 6

Y is a divalent linkage selected from the group consisting of -N(R¹²)-S(O)₂-, 7

wherein 8 9

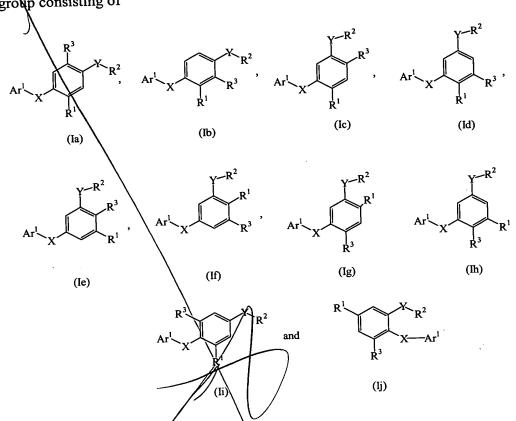
R¹² is a member selected from the group consisting of hydrogen and (C₁-

C₈)alkyl; 10

R¹ is a member selected from the group consisting of hydrogen, halogen, (C₁-11

	\sim 10 C \sim 11 C \sim 11 C \sim 11 C \sim 12 C \sim
12	C_8)alkyl, (C_2-C_8) heteroalkyl, (C_1-C_8) alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$, $-S(O)_q-NR^{15}R^{16}$, $-O-C(O)-R^{17}$, and $-N(R^{14})-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$, $-S(O)_q-NR^{15}R^{16}$, $-O-C(O)-R^{17}$, and $-N(R^{14})-C(O)-R^{15}R^{16}$, $-O-C(O)-R^{17}$, and $-N(R^{14})-C(O)-R^{17}$, and $-N(R^{14})-C(O)-R^{15}R^{16}$, $-O-C(O)-R^{15}R^{16}$, $-O-C(O)-R^{15}R^{15}$, $-O-C(O)-R^{15}R^{15}R^{15}$, $-O-C(O)-R^{15}R^{15}R^{15}$, $-O-C(O)-C(O)-R^{15}R^{15}R^{15}$, $-O-C(O)-C(O)-R^{15}R^{15}R^{15}R^{15}R^{15}R^{15}R^$
13	
14	$C(O)-R^{17}$;
15	wherein
16	R ¹ is a member selected from the group consisting of hydrogen, (C ₁ -
17	C_8)alkyl, hetero(C_1 - C_8)alkyl, aryl and aryl(C_1 - C_4)alkyl; R^{15} and R^{16} are members independently selected from the group consisting
18	R^{13} and R^{16} are members independently selected from the group contains of hydrogen, (C_1-C_8) alkyl and (C_2-C_8) heteroalkyl, or taken together
19	with the nitrogen to which each is attached form a 5-, 6- or 7-
20	\
21	membered ring; R^{17} is a member selected from the group consisting of hydrogen, (C ₁ -
22	
23	C ₈)alkyl and (C ₂ -C ₈)heteroalkyl;
24	the subscript p is an integer of from 0 to 2; and
25	the subscript q is 2 ; and R^2 is a substituted or unsubstituted phenyl; and
26	R^3 is a member selected from the group consisting of halogen and (C_1-C_8) alkoxy.
. 27	R' is a member selected from the group consisting of and g
1	19. A compound of claim 18, wherein X is -O-, -NH- or -S-; Y is
2	-NH-SO ₂ -; R ¹ is a member selected from the group consisting of halogen, (C ₁ -C ₈)alkyl,
3	(C_2-C_8) heteroalkyl, (C_1-C_8) alkoxy, $-C(O)$ \mathbb{R}^{14} , $-CO_2\mathbb{R}^{14}$, $-C(O)\mathbb{N}\mathbb{R}^{15}\mathbb{R}^{16}$, $-S(O)_p-\mathbb{R}^{14}$ and
4	15 16 -2
5	group consisting of halogen, $-OCF_3$, $-OH$, $-O(C_1-C_8)$ alkyl, $-C(O)-(C_1-C_8)$ alkyl, $-CN$, -
6	P ³ is calculated from the group consisting of halogen,
	7 methoxy and trifluoromethoxy.
•	20. A compound of claim 19, wherein Ar ¹ is a naphthyl group having
2	from 1 to 3 substituents selected from the group consisting of halogen, -OCF ₃ , -OH, -
	O(C_1 - C_6)alkyl, - CF_3 , (C_1 - C_8)alkyl and - NO_2 ; R^1 is a member selected from the group
	4 consisting of halogen, (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl and (C_1-C_8) alkoxy; R^2 is a phenyl
	group having from 0 to 3 substitutents selected from the group consisting of halogen, -
	6 OCF ₃ , -OH, -O(C_1 - C_8)alkyl, -C(O)-(C_1 - C_8)alkyl, -CN, CF_3 , (C_1 - C_8)alkyl and -NH ₂ ; and
	7 R ³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.
	1 21 A compound of claim 2, wherein Ar ¹ is a substituted or
	2 unsubstituted isoquinolinyl group.

- A compound of claim 21, represented by a formula selected from 22. 1
- the group consisting of 2



- A compound of claim 22, represented by a formula selected from 23.
- the group consisting of 2

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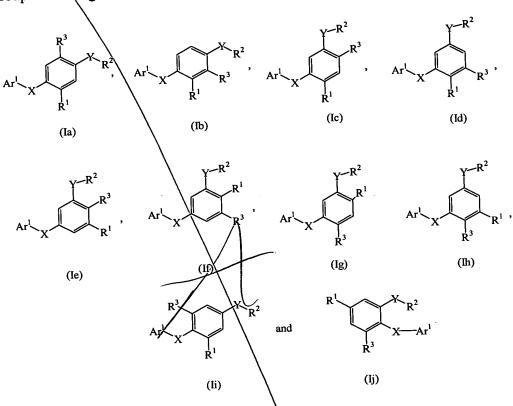
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- A compound of claim 23, wherein 24. 1
- X is a divalent linkage selected from the group consisting of -CH₂-, -CH(CH₃)-, 2
- -O-, -C(O)-, -N(R¹¹)- and -S-; 3
- wherein 4
- R¹¹ is a member selected from the group consisting of hydrogen and (C₁-5
- 6 Y is a divalent linkage selected from the group consisting of $-N(R^{12})-S(O)_2$ -, 7

8	wherein the second of Contraction and Contract
9	R^{12} is a member selected from the group consisting of hydrogen and (C ₁ -
10	C ₈)alkyl;
11	R ¹ is a member selected from the group consisting of hydrogen, halogen, (C ₁ -
12	C_8) alkyl, (C_2-C_8) heteroalkyl, (C_1-C_8) alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$,
13	C_8)alkyl, $(C_2$ - C_8)netcroalkyl, $(C_1$ C_3)alkyl, $(C_2$ - C_4)netcroalkyl, $(C_1$ C_4)alkyl, $(C_2$ - C_4)netcroalkyl, $(C_1$ C_4)alkyl, $(C_2$ - C_4)alkyl, $(C_$
14	$C(O)-R^{17};$
15	wherein
16	R^{14} is a member selected from the group consisting of hydrogen, (C ₁ -C ₈)alkyl, hetero(C ₁ -C ₈)alkyl, aryl and aryl(C ₁ -C ₄)alkyl;
17	R ¹⁵ and R ¹⁶ are members independently selected from the group consisting
18	of hydrogen, (C ₁ -C ₈)alkyl and (C ₂ -C ₈)heteroalkyl, or taken together
19	with the nitrogen to which each is attached form a 5-, 6- or 7-
20	membered ring;
21	membered fing, R^{17} is a member selected from the group consisting of hydrogen, (C ₁ -
22	C_8)alkyl and (C_2-C_8) heteroalkyl;
23	the subscript p is an integer of from 0 to 2; and
24	the subscript q is 2; and
25 26	R ² is a substituted or unsubstituted phenyl; and
27	R ³ is a member selected from the group consisting of halogen and (C ₁ -C ₈)alkoxy.
21	
1	25. A compound of claim 24, wherein X is -O-, -NH- or -S-; Y is
2	-NH-SO ₂ -; R ¹ is a member selected from the group consisting of halogen, (C ₁ -C ₈)alkyl,
3	(C_2-C_6) heteroalkyl, (C_1-C_8) alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$ and
4	$-S(O)_q$ -NR ¹⁵ R ¹⁶ ; R ² is a phenyl group having from 0 to 3 substitutents selected from the
5	group consisting of halogen, -OCF ₃ , -OH, -O(C ₁ -C ₈)alkyl, -C(O)-(C ₁ -C ₈)alkyl, -CN, -
	CF ₃ , (C ₁ -C ₈)alkyl and -NH ₂ ; and R ³ is selected from the group consisting of halogen,
6	methoxy and trifluoromethoxy.
7	
1	26. A compound of claim 25, wherein Ar ¹ is a isoquinolinyl group
2	having from 1 to 3 substituents selected from the group consisting of halogen, -OCF ₃ , -
3	OH $_{2}O(C_{1}-C_{2})$ alkyl, $_{2}-CF_{3}$, $(C_{1}-C_{8})$ alkyl and $_{2}-NO_{2}$; R^{1} is a member selected from the
4	group consisting of halogen, (C ₁ -C ₈)alkyl, (C ₂ -C ₈)heteroalkyl and (C ₁ -C ₈)alkoxy; R ² is a
5	phenyl group having from 0 to 3 substitutents selected from the group consisting of
6	halogen, $-OCF_3$, $-OH$, $-O(C_1-C_8)$ alkyl, $-C(O)-(C_1-C_8)$ alkyl, $-CN$, $-CF_3$, (C_1-C_8) alkyl and -
	NH ₂ ; and R ³ is selected from the group consisting of halogen, methoxy and
7	\
8	trifluoromethoxy.

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- 27. A compound of claim 2, wherein Ar¹ is a substituted or
- 2 unsubstituted benzoxazolyl group.
- 1 28. A compound of claim 27, represented by a formula selected from
- 2 the group consisting of

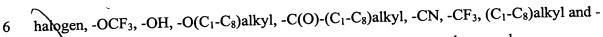


- 1 29. A compound of claim 28 represented by a formula selected from
- 2 the group consisting of

$$R^3$$
 R^2
 R^2
 R^1
 R^2
 R^3
 R^2
 R^3
 R^2
 R^3
 R^3

- 1 30. A compound of claim 29, wherein
- 2 X is a divalent linkage selected from the group consisting of -CH₂-, -CH(CH₃)-,
- 3 -O-, -C(O)-, -N(R¹¹)- and -S-;
- 4 wherein

5	R ¹¹ is a member selected from the group consisting of hydrogen and (C ₁ -
6	C hallard:
7	Y is a divalent linkage selected from the group consisting of $-N(R^{12})-S(O)_2$ -,
8	\h one in
9	R^{12} is a member selected from the group consisting of hydrogen and (C ₁ -
10	C ₈)alkyl;
11	R ¹ is a member selected from the group consisting of hydrogen, halogen, (C ₁ -
12	C_8) alkyl, (C_2-C_8) heteroalkyl, (C_1-C_8) alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)R^{15}R^{16}$, $-S(O)_p-R^{14}$, $-S(O)_q-NR^{15}R^{16}$, $-O-C(O)-R^{17}$, and $-N(R^{14})-C(O)R^{15}R^{16}$, $-S(O)_p-R^{14}$, $-S(O)_q-NR^{15}R^{16}$, $-O-C(O)-R^{17}$, and $-N(R^{14})-C(O)-R^{15}R^{16}$, $-O-C(O)-R^{17}$, and $-N(R^{14})-C(O)-R^{15}R^{16}$, $-O-C(O)-R^{15}R^{16}$, $-O-C(O)-R^{15}R^{15}$, $-O-C(O)$
13	
14	$C(O)$ - R^{17} ;
15	wherein \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \
16	R ¹⁴ is a member selected from the group consisting of hydrogen, (C ₁ -
17	C_8) alkyl, hetero(C_1 - C_8) alkyl, aryl and aryl(C_1 - C_4) alkyl;
18	R ¹⁵ and R ¹⁶ are members independently selected from the group consisting
19	of hydrogen, (C ₁ -C ₈)alkyl and (C ₂ -C ₈)heteroalkyl, or taken together
20	with the nitrogen to which each is attached form a 5-, 6- or 7-
21	membered ring;
22	R ¹⁷ is a member selected from the group consisting of hydrogen, (C ₁ -
23	C ₈)alkyl and (C ₂ -C ₈)heteroalkyl;
24	the subscript p/is an integer of from 0 to 2; and
25	the subscript q is 2; and R ² is a substituted or unsubstituted phenyl; and
26	R ² is a substituted of unsubstituted priority, and a substituted priority and a substitute and a
27	R ³ is a member selected from the group consisting of halogen and (C ₁ -C ₈)alkoxy.
1	31. A compound of claim 30, wherein X is -O-, -NH- or -S-; Y is
2	-NH-SO ₂ -; R ¹ is a member selected from the group consisting of halogen, (C ₁ -C ₈)alkyl,
3	(C_1, C_2) betargalbyl (C_1, C_2) alkoxy, $-C(O)R^{14}$, $-C(O)NR^{13}R^{10}$, $-S(O)_p$ -R and
4	S(O) NP ¹⁵ P ¹⁶ . R ² is a phenyl group having from 0 to 3 substitutents selected from the
5	group consisting of halogen, -OCF ₃ , -OH, -O(C ₁ -C ₈)alkyl, -C(O)-(C ₁ -C ₈)alkyl, -CN, -
6	CF ₃ , (C ₁ -C ₈)alkyl and -NH ₂ ; and R ³ is selected from the group consisting of halogen,
7	methoxy and trifluoromethoxy.
	32. A compound of claim 31, wherein Ar ¹ is a benzoxazolyl group
1	32. A compound of claim 31, wherein A is a commence of halogen, OCF3,
2	having from 1 to 3 substituents selected from the group consisting of halogen, -OCF ₃ , -
3	OH, -O(C ₁ -C ₆)alkyl, -CF ₃ , (C ₁ -C ₈)alkyl and -NO ₂ ; R ¹ is a member selected from the
4	group consisting of halogen, (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl and (C_1-C_8) alkoxy; R^2 is a
5	phenyl group having from 0 to 3 substitutents selected from the group consisting of
	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \



NH₂; and R³ is selected from the group consisting of halogen, methoxy and

8 trifluoromethoxy.

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1 A compound of claim 2, wherein Ar¹ is a substituted or

2 unsubstituted benzimidazolyl group.

A compound of claim 33, represented by a formula selected from

2 the group consisting of

$$Ar^{1} \times R^{2}$$

$$Ar^{1} \times R^{2}$$

$$Ar^{1} \times R^{3}$$

$$Ar^{1} \times R^{2}$$

$$Ar^{1} \times R^{3}$$

$$Ar^{2} \times R^{3}$$

$$Ar^{1} \times R^{3}$$

$$Ar^{2} \times R^{3}$$

$$Ar^{3} \times R^{3}$$

$$Ar^{2} \times R^{3}$$

$$Ar^{3} \times R^{3}$$

$$Ar^{$$

1 35. A compound of claim 34, represented by a formula selected from

2 the group consisting of

$$R^{3}$$
 R^{2}
 R^{1}
 R^{2}
 R^{3}
 R^{2}
 R^{3}
 R^{2}
 R^{3}
 R^{3}
 R^{4}
 R^{3}
 R^{3}
 R^{4}
 R^{3}
 R^{3}
 R^{4}
 R^{5}
 R^{5}

36. A compound of claim 35, wherein

	N
2	X is a divalent linkage selected from the group consisting of -CH ₂ -, -CH(CH ₃)-,
3	$-O-, -C(O)-, -N(R^{11})- $ and $-S-;$
4	wherein
5	R^{11} is a member selected from the group consisting of hydrogen and (C ₁ -
6	C_8)alkyl;
7	Y is a divalent linkage selected from the group consisting of -N(R ¹²)-S(O) ₂ -,
8	wherein R^{12} is a member selected from the group consisting of hydrogen and (C_1 -
9	\
10	C_8) alkyl; R^1 is a member selected from the group consisting of hydrogen, halogen, $(C_1$ -
11	C_8) alkyl, (C_2-C_8) heteroalkyl, (C_1-C_8) alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$,
12	C_8)alkyl, (C_2-C_8) heteroalkyl, (C_1-C_8) alkoxy, $C(O)$ R, C_8 (C_1-C_8) alkoxy, C_8
13	
14	$C(O)-R^{17}$;
15	wherein R ¹⁴ is a member selected from the group consisting of hydrogen, (C ₁ -
16	C_8)alkyl, hetero(C_1 - C_8)alkyl, aryl and aryl(C_1 - C_4)alkyl;
17	R ¹⁵ and R ¹⁶ are members independently selected from the group consisting
18	of hydrogen, (C ₁ -C ₈)alkyl and (C ₂ -C ₈)heteroalkyl, or taken together
19	with the nitrogen to which each is attached form a 5-, 6- or 7-
20	membered ring;
21	R^{17} is a member selected from the group consisting of hydrogen, (C ₁ -
22 23	C ₈)alkyl and (C ₂ -C ₈)heteroalkyl;
24	the subscript p is an integer of from 0 to 2; and
25	the subscript q is 2; and
26	R ² is a substituted or unsubstituted phenyl; and
27	R ³ is a member selected from the group consisting of halogen and (C ₁ -C ₈)alkoxy.
. 1	37. A compound of claim 36, wherein X is -O-, -NH- or -S-; Y is
2	-NH-SO ₂ -; R ¹ is a member selected from the group consisting of halogen, (C ₁ -C ₈)alkyl,
3	(C_2-C_8) heteroalkyl, (C_1-C_8) alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$ and
4	-S(O) _c -NR ¹⁵ R ¹⁶ ; R ² is a phenyl group having from 0 to 3\substitutents selected from the
5	group consisting of halogen, $-OCF_3$, $-OH$, $-O(C_1-C_8)$ alkyl, $-C(O)$ $-(C_1-C_8)$ alkyl, $-CN$, $-$
6	CF_3 , (C_1-C_8) alkyl and -NH ₂ ; and R^3 is selected from the group consisting of halogen,
7	methoxy and trifluoromethoxy.
,	
1	38. A compound of claim 37, wherein Ar ¹ is a benzimidazolyl group
2	having from 1 to 3 substituents selected from the group consisting of halogen, -OCF ₃ , -
3	OH, -O(C ₁ -C ₆)alkyl, -CF ₃ , (C ₁ -C ₈)alkyl and -NO ₂ ; R ¹ is a member selected from the

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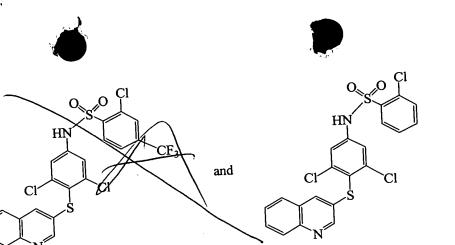
- 4 group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a
- 5 phenyl group having from 0 to 3 substitutents selected from the group consisting of
- 6 halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -
- 7 NH₂; and R³ is selected from the group consisting of halogen, methoxy and
- 8 trifluoromethoxy.

A compound of claim 1, selected from the group consisting of

40. A compound of claim 1, selected from the group consisting of

41. A compound of claim 1, selected from the group consisting of

42. A compound of claim 1, selected from the group consisting of:



\$ 43.

A compound of claim 1, selected from the group consisting of:

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44.

A compound of claim 1, selected from the group consisting of:

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45. A compound of claim 1, selected from the group consisting of:

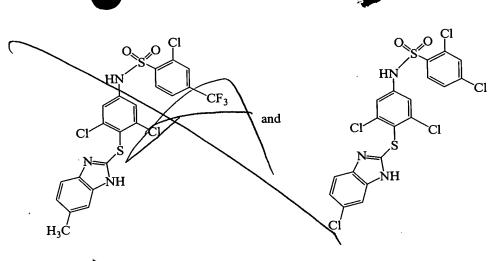
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A composition comprising a pharmaceutically acceptable excipient 46. and a compound of any of claims 1-45.

A method for modulating conditions associated with metabolic or **47**. inflammatory disorders in a host, said method comprising administering to said host an efficacious amount of a compound of any of claims 1-45.

A method in accordance with claim , wherein said host is a mammal selected from the group consisting of humans, dogs, monkeys, mice, rats, horses and cats.

A method in accordance with claim 4, wherein said administering is oral.

A method in accordance with claim 4, wherein said administering

is topical.

A method in accordance with claim 47, wherein said administering

is prophylactic to prevent the onset of a PPARy-mediated condition.

A method in accordance with claim 47, wherein said disorders are .52. selected from the group consisting of NIQDM, obesity, hypercholesterolemia and other lipid-mediated diseases, and inflammatory conditions.

A method in accordance with claim 47, wherein said administering

2 is parenteral.

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- 54. A method in accordance with claim 47, wherein said metabolic
- 2 · disorders are mediated by PP γχγ.

1000 X